

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

IN RE PAYMENT CARD INTERCHANGE
FEE AND MERCHANT DISCOUNT
ANTITRUST LITIGATION

This Document Relates To: All Cases

MDL Docket No. 1:05-md-1720-JG-JO

**NOTICE OF MOTION TO ADMIT
COUNSEL PRO HAC VICE**

To the Court and all Counsel of Record:

PLEASE TAKE NOTICE that upon the annexed affidavit of movant in support of this motion and the Certificate of Good Standing annexed thereto we move this Court pursuant to Rule 1.3(c) of the Local Rules of the United States District Courts for the Southern and Eastern Districts of New York for an Order allowing the admission of Douglas Robert Matthews, a member of the firm of Vorys, Sater, Seymour and Pease LLP, and a member in good standing of the Bar of the State of Ohio as attorney *pro hac vice* to appear as counsel for: Target Corporation, Target Commercial Interiors, Inc.; TCC Cooking Co.; Macy's, Inc.; Macy's Retail Holdings, Inc.; Macy's West Stores Inc.; Macy's Florida Stores, LLC; Macy's Puerto Rico, Inc.; Macys.com, Inc.; Bloomingdales, Inc.; Bloomingdale's By Mail, Ltd.; Bloomingdale's The Outlet Store, Inc.; The TJX Companies, Inc.; Concord Buying Group Inc.; Marshalls of MA, Inc.; Marshalls of Matteson, IL., Inc.; Marshalls of Richfield, MN., Inc.; Marshalls of Calumet City, IL., Inc.; Marshalls of Beacon, VA., Inc.; Marmaxx Operating Corp.; HomeGoods, Inc.; Marshalls of Laredo, TX., Inc.; Marshalls of Chicago-Clark, IL., Inc.; Marshalls of CA, LLC; Marshalls of IL, LLC; T.J. Maxx of CA, LLC; T.J. Maxx of IL, LLC; Marshalls of Elizabeth, NJ, Inc.; Marshalls of Glen Burnie, MD., Inc.; Newton Buying Company of CA, Inc.; TJX Incentive Sales, Inc.; Derailed, LLC; New York Department Stores De Puerto Rico, Inc.; Sierra Trading Post, Inc.; Kohl's Corporation; Kohl's Department Stores, Inc.; Kohl's Value Services, Inc.; Kohl's Illinois, Inc.; Kohl's Michigan, L.P.; Kohl's Indiana L.P.; Staples, Inc.; Staples

the Office Superstore East, Inc.; Staples the Office Superstore, LLC; Staples Contract & Commercial, Inc.; Quill Corporation; Quill Lincolnshire, Inc.; Medical Arts Press, Inc.; SmileMakers, Inc.; Thrive Networks, Inc.; SchoolKidz.com, LLC; J.C. Penney Corporation, Inc.; Office Depot, Inc.; Viking Office Products, Inc.; 4sure.com, Inc.; Computers4sure.com, Inc.; Solutions4sure.com, Inc.; L Brands, Inc. f/k/a Limited Brands, Inc.; Henri Bendel, Inc.; Victoria's Secret Stores, LLC; Victoria's Secret Stores Puerto Rico, LLC; Bath & Body Works LLC; Limited Brands Direct Fulfillment, Inc. d/b/a Victoria's Secret Direct; Bath & Body Works Direct, Inc.; OfficeMax Incorporated; OfficeMax North America, Inc.; BizMart, Inc.; BizMart (Texas), Inc.; Big Lots Stores, Inc.; C.S. Ross Company; Closeout Distribution, Inc.; PNS Stores, Inc.; Abercrombie & Fitch Co.; Abercrombie & Fitch Stores, Inc.; J.M. Hollister, LLC; RUEHL No. 925, LLC; Gilly Hicks LLC; Ascena Retail Group, Inc.; The Dress Barn, Inc.; Maurices Incorporated; Tween Brands, Inc.; Tween Brands Direct, LLC; Charming Direct, Inc.; Figi's, Inc.; Catherine's of California, Inc.; Catherine's of Pennsylvania, Inc.; Catherines Partners – Indiana, L.L.P.; Catherines Partners – Washington, G.P.; Catherines Stores Corporation; Catherines Woman Michigan, Inc.; Catherines, Inc.; Charming Shoppes Outlet Stores, LLC; Lane Bryant, Inc.; Catherines of Nevada, Inc.; Catherines Partners-Texas, L.P.; Catherines Woman Delaware, Inc.; Outlet Division Store Co. Inc.; Saks Incorporated; Saks & Company; Saks Fifth Avenue Texas, LLC; Saks Fifth Avenue, Inc.; SCCA Store Holdings, Inc.; Saks Direct, LLC; Club Libby Lu, Inc.; The Bon-Ton Stores, Inc.; The Bon-Ton Department Stores, Inc.; McRIL, LLC; Carson Pirie Scott II, Inc.; Bon-Ton Distribution, Inc.; The Bon-Ton Stores of Lancaster, Inc.; Chico's FAS, Inc.; White House|Black Market, Inc.; Soma Intimates, LLC; Boston Proper, Inc.; Luxottica U.S. Holdings Corp.; Luxottica USA LLC; Luxottica Retail North America Inc.; Rays Houston; LensCrafters International, Inc.; Air Sun; EYEXAM of California, Inc.; Sunglass Hut Trading, LLC; Pearle VisionCare Inc.; The Optical Shop of Aspen; MY-OP (NY) LLC; Lunettes, Inc.; Lunettes California, Inc.; Oliver Peoples, Inc.; Oakley, Inc.; Oakley Sales Corp.; Oakley Air; Eye Safety Systems, Inc.; Cole Vision Services, Inc.; EyeMed

Vision Care LLC; Luxottica North America Distribution LLC; American Signature, Inc., and The Door Store, LLC. There are no pending disciplinary proceedings against Mr. Matthews in any State or Federal court.

Dated: November 4th, 2013

Respectfully submitted,



Douglas Robert Matthews
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IN RE PAYMENT CARD INTERCHANGE
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**AFFIDAVIT OF
DOUGLAS ROBERT MATTHEWS**

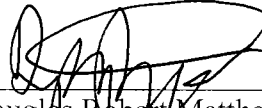
State of Ohio)
) ss:
County of Franklin)

I, Douglas Robert Matthews, being duly sworn, hereby deposes and says as follows:

1. I am an attorney with the law firm of Vorys, Sater, Seymour and Pease LLP.
2. I submit this affidavit in support of my motion for admission to practice *pro hac vice* in the above captioned matter.
3. As shown in the Certificate of Good Standing annexed hereto I am a member in good standing of the Bar of the State of Ohio.
4. There are no pending disciplinary proceedings against me in any State or Federal court.
5. Therefore I respectfully submit that I be permitted to appear as counsel and advocate *pro hac vice* in this one case on behalf of the following companies: Target Corporation, Target Commercial Interiors, Inc.; TCC Cooking Co.; Macy's, Inc.; Macy's Retail Holdings, Inc.; Macy's West Stores Inc.; Macy's Florida Stores, LLC; Macy's Puerto Rico, Inc.; Macys.com, Inc.; Bloomingdales, Inc.; Bloomingdale's By Mail, Ltd.; Bloomingdale's The Outlet Store, Inc.; The TJX Companies, Inc.; Concord Buying Group Inc.; Marshalls of MA, Inc.; Marshalls of Matteson, IL., Inc.; Marshalls of Richfield, MN., Inc.; Marshalls of Calumet City, IL., Inc.; Marshalls of Beacon, VA., Inc.; Marmaxx Operating Corp.; HomeGoods, Inc.; Marshalls of Laredo, TX., Inc.; Marshalls of Chicago-Clark, IL., Inc.; Marshalls of CA, LLC; Marshalls of IL, LLC; T.J. Maxx of CA, LLC; T.J. Maxx of IL, LLC;

Marshalls of Elizabeth, NJ, Inc.; Marshalls of Glen Burnie, MD., Inc.; Newton Buying Company of CA, Inc.; TJX Incentive Sales, Inc.; Derailed, LLC; New York Department Stores De Puerto Rico, Inc.; Sierra Trading Post, Inc.; Kohl's Corporation; Kohl's Department Stores, Inc.; Kohl's Value Services, Inc.; Kohl's Illinois, Inc.; Kohl's Michigan, L.P.; Kohl's Indiana L.P.; Staples, Inc.; Staples the Office Superstore East, Inc.; Staples the Office Superstore, LLC; Staples Contract & Commercial, Inc.; Quill Corporation; Quill Lincolnshire, Inc.; Medical Arts Press, Inc.; SmileMakers, Inc.; Thrive Networks, Inc.; SchoolKidz.com, LLC; J.C. Penney Corporation, Inc.; Office Depot, Inc.; Viking Office Products, Inc.; 4sure.com, Inc.; Computers4sure.com, Inc.; Solutions4sure.com, Inc.; L Brands, Inc. f/k/a Limited Brands, Inc.; Henri Bendel, Inc.; Victoria's Secret Stores, LLC; Victoria's Secret Stores Puerto Rico, LLC; Bath & Body Works LLC; Limited Brands Direct Fulfillment, Inc. d/b/a Victoria's Secret Direct; Bath & Body Works Direct, Inc.; OfficeMax Incorporated; OfficeMax North America, Inc.; BizMart, Inc.; BizMart (Texas), Inc.; Big Lots Stores, Inc.; C.S. Ross Company; Closeout Distribution, Inc.; PNS Stores, Inc.; Abercrombie & Fitch Co.; Abercrombie & Fitch Stores, Inc.; J.M. Hollister, LLC; RUEHL No. 925, LLC; Gilly Hicks LLC; Ascena Retail Group, Inc.; The Dress Barn, Inc.; Maurices Incorporated; Tween Brands, Inc.; Tween Brands Direct, LLC; Charming Direct, Inc.; Figi's, Inc.; Catherine's of California, Inc.; Catherine's of Pennsylvania, Inc.; Catherines Partners – Indiana, L.L.P.; Catherines Partners – Washington, G.P.; Catherines Stores Corporation; Catherines Woman Michigan, Inc.; Catherines, Inc.; Charming Shoppes Outlet Stores, LLC; Lane Bryant, Inc.; Catherines of Nevada, Inc.; Catherines Partners-Texas, L.P.; Catherines Woman Delaware, Inc.; Outlet Division Store Co. Inc.; Saks Incorporated; Saks & Company; Saks Fifth Avenue Texas, LLC; Saks Fifth Avenue, Inc.; SCCA Store Holdings, Inc.; Saks Direct, LLC; Club Libby Lu, Inc.; The Bon-Ton Stores, Inc.; The Bon-Ton Department Stores, Inc.; McRIL, LLC; Carson Pirie Scott II, Inc.; Bon-Ton Distribution, Inc.; The Bon-Ton Stores of Lancaster, Inc.; Chico's FAS, Inc.; White House|Black Market, Inc.; Soma Intimates, LLC; Boston Proper, Inc.; Luxottica U.S. Holdings Corp.; Luxottica USA LLC;

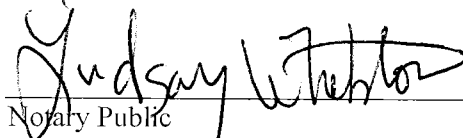
Luxottica Retail North America Inc.; Rays Houston; LensCrafters International, Inc.; Air Sun;
EYEXAM of California, Inc.; Sunglass Hut Trading, LLC; Pearle VisionCare Inc.; The Optical Shop
of Aspen; MY-OP (NY) LLC; Lunettes, Inc.; Lunettes California, Inc.; Oliver Peoples, Inc.; Oakley,
Inc.; Oakley Sales Corp.; Oakley Air; Eye Safety Systems, Inc.; Cole Vision Services, Inc.; EyeMed
Vision Care LLC; Luxottica North America Distribution LLC; American Signature, Inc., and The
Door Store, LLC.



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drmatthews@vorys.com

Dated: November 4th, 2013

Sworn to and subscribed before me this 4th day of November 2013.


Notary Public

My commission expires: 9-18-18

The Supreme Court of Ohio

C E R T I F I C A T E

I, SUSAN B. CHRISTOFF, Director of the Attorney Services Division of the Supreme Court of Ohio, do hereby certify that I am the custodian of the records of the Office of Attorney Services of the Supreme Court and that the Attorney Services Division is responsible for reviewing Court records to determine the status of Ohio attorneys. I further certify that, having fulfilled all of the requirements for admission to the practice of law in Ohio,

Douglas Robert Matthews

was admitted to the practice of law in Ohio on November 16, 1987; has registered as an active attorney pursuant to the Supreme Court Rules for the Government of the Bar of Ohio; is in good standing with the Supreme Court of Ohio; and is entitled to practice law in this state.

IN TESTIMONY WHEREOF, I have subscribed my name and affixed the seal of the Supreme Court, this 28th day of October, 2013.

SUSAN B. CHRISTOFF

Director, Attorney Services Division



Attorney Services Specialist

**UNITED STATES DISTRICT COURT
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ORDER

The motion for admission to practice *pro hac vice* in the above captioned matter is granted. The admitted attorney, Douglas Robert Matthews, is permitted to appear as counsel for Target Corporation, Target Commercial Interiors, Inc.; TCC Cooking Co.; Macy's, Inc.; Macy's Retail Holdings, Inc.; Macy's West Stores Inc.; Macy's Florida Stores, LLC; Macy's Puerto Rico, Inc.; Macys.com, Inc.; Bloomingdales, Inc.; Bloomingdale's By Mail, Ltd.; Bloomingdale's The Outlet Store, Inc.; The TJX Companies, Inc.; Concord Buying Group Inc.; Marshalls of MA, Inc.; Marshalls of Matteson, IL., Inc.; Marshalls of Richfield, MN., Inc.; Marshalls of Calumet City, IL., Inc.; Marshalls of Beacon, VA., Inc.; Marmaxx Operating Corp.; HomeGoods, Inc.; Marshalls of Laredo, TX., Inc.; Marshalls of Chicago-Clark, IL., Inc.; Marshalls of CA, LLC; Marshalls of IL, LLC; T.J. Maxx of CA, LLC; T.J. Maxx of IL, LLC; Marshalls of Elizabeth, NJ, Inc.; Marshalls of Glen Burnie, MD., Inc.; Newton Buying Company of CA, Inc.; TJX Incentive Sales, Inc.; Derailed, LLC; New York Department Stores De Puerto Rico, Inc.; Sierra Trading Post, Inc.; Kohl's Corporation; Kohl's Department Stores, Inc.; Kohl's Value Services, Inc.; Kohl's Illinois, Inc.; Kohl's Michigan, L.P.; Kohl's Indiana L.P.; Staples, Inc.; Staples the Office Superstore East, Inc.; Staples the Office Superstore, LLC; Staples Contract & Commercial, Inc.; Quill Corporation; Quill Lincolnshire, Inc.; Medical Arts Press, Inc.; SmileMakers, Inc.; Thrive Networks, Inc.; SchoolKidz.com, LLC; J.C. Penney Corporation, Inc.; Office Depot, Inc.; Viking Office Products, Inc.; 4sure.com, Inc.; Computers4sure.com, Inc.; Solutions4sure.com, Inc.; L Brands, Inc. f/k/a

Limited Brands, Inc.; Henri Bendel, Inc.; Victoria's Secret Stores, LLC; Victoria's Secret Stores Puerto Rico, LLC; Bath & Body Works LLC; Limited Brands Direct Fulfillment, Inc. d/b/a Victoria's Secret Direct; Bath & Body Works Direct, Inc.; OfficeMax Incorporated; OfficeMax North America, Inc.; BizMart, Inc.; BizMart (Texas), Inc.; Big Lots Stores, Inc.; C.S. Ross Company; Closeout Distribution, Inc.; PNS Stores, Inc.; Abercrombie & Fitch Co.; Abercrombie & Fitch Stores, Inc.; J.M. Hollister, LLC; RUEHL No. 925, LLC; Gilly Hicks LLC; Ascena Retail Group, Inc.; The Dress Barn, Inc.; Maurices Incorporated; Tween Brands, Inc.; Tween Brands Direct, LLC; Charming Direct, Inc.; Figi's, Inc.; Catherine's of California, Inc.; Catherine's of Pennsylvania, Inc.; Catherines Partners – Indiana, L.L.P.; Catherines Partners – Washington, G.P.; Catherines Stores Corporation; Catherines Woman Michigan, Inc.; Catherines, Inc.; Charming Shoppes Outlet Stores, LLC; Lane Bryant, Inc.; Catherines of Nevada, Inc.; Catherines Partners-Texas, L.P.; Catherines Woman Delaware, Inc.; Outlet Division Store Co. Inc.; Saks Incorporated; Saks & Company; Saks Fifth Avenue Texas, LLC; Saks Fifth Avenue, Inc.; SCCA Store Holdings, Inc.; Saks Direct, LLC; Club Libby Lu, Inc.; The Bon-Ton Stores, Inc.; The Bon-Ton Department Stores, Inc.; McRIL, LLC; Carson Pirie Scott II, Inc.; Bon-Ton Distribution, Inc.; The Bon-Ton Stores of Lancaster, Inc.; Chico's FAS, Inc.; White House|Black Market, Inc.; Soma Intimates, LLC; Boston Proper, Inc.; Luxottica U.S. Holdings Corp.; Luxottica USA LLC; Luxottica Retail North America Inc.; Rays Houston; LensCrafters International, Inc.; Air Sun; EYEXAM of California, Inc.; Sunglass Hut Trading, LLC; Pearle VisionCare Inc.; The Optical Shop of Aspen; MY-OP (NY) LLC; Lunettes, Inc.; Lunettes California, Inc.; Oliver Peoples, Inc.; Oakley, Inc.; Oakley Sales Corp.; Oakley Air; Eye Safety Systems, Inc.; Cole Vision Services, Inc.; EyeMed Vision Care LLC; Luxottica North America Distribution LLC; American Signature, Inc., and The Door Store, LLC.

This Order becomes effective upon the Court's receipt of the required \$25.00 fee and confirms your appearance as counsel in this case. A notation of your admission *pro hac vice* in the above listed case will be made on the role of attorneys.

Dated: _____, 2013

United States District Judge

cc: *Pro Hac Vice* Attorney
Court File